

BEFORE THE BOARD OF OIL, GAS AND MINING DEPARTMENT OF NATURAL RESOURCES STATE OF UTAH

IN THE MATTER OF THE REQUEST FOR AGENCY ACTION OF NEWFIELD PRODUCTION COMPANY FOR AN ORDER MODIFYING THE BOARD'S ORDERS ENTERED IN CAUSE NOS. 131-51 AND 139-90 TO ESTABLISH SPECIAL CONDITIONAL 1,280-ACRE (OR SUBSTANTIAL EQUIVALENT) DRILLING UNITS FOR THE PRODUCTION OF OIL, GAS AND ASSOCIATED HYDROCARBONS FROM THE UTELAND BUTTE MEMBER OF THE LOWER GREEN RIVER FORMATION, COMPRISED OF SECTIONS 17 AND 20, TOWNSHIP 3 SOUTH, RANGE 1 WEST, USM, SECTIONS 2 AND 11, SECTIONS 3 AND 10, SECTIONS 6 AND 7, SECTIONS 14 AND 23, AND SECTIONS 16 AND 21, TOWNSHIP 3 SOUTH, RANGE 2 WEST, USM, AND SECTIONS 14 AND 23, TOWNSHIP 3 SOUTH, RANGE 3 WEST, USM, DUCHESNE COUNTY, UTAH, AND TO ALLOW, ON A PILOT BASIS, THE DRILLING AND **PRODUCTION** OF UP TO **SEVEN** (7) HORIZONTAL WELLS ON EACH SPECIAL CONDITIONAL **DRILLING UNIT** SO **ESTABLISHED**

FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER

Docket No. 2013-036

Cause No. 139-113

This Cause came on for hearing before the Utah Board of Oil, Gas and Mining (the "Board") on Wednesday, December 4, 2013, at approximately 11:10 a.m., in Room 210 of the East (Senate) Building of the Capitol Complex in Salt Lake City. The following Board members were present and participated at the hearing: Chairman Ruland J. Gill, Jr., Kelly L. Payne, Carl F. Kendell, Chris D. Hansen and Susan S. Davis.

Board Member Michael R. Brown was unable to attend. The Board was represented by Michael S. Johnson, Esq., Assistant Attorney General.

Testifying on behalf of Petitioner Newfield Production Company ("Newfield") were Roxann Eveland – Land Lead, Zac Gonsior – Geologist, and Mike Jensen – Engineering Advisor. Mr. Gonsior and Mr. Jensen were recognized by the Board as experts in geology and petroleum engineering, respectively, for purposes of this Cause. Frederick M. MacDonald, Esq., of and for MacDonald & Miller Mineral Legal Services, PLLC, appeared as attorney for Newfield.

Steven F. Alder, Esq., Assistant Attorney General, appeared as attorney for the Division of Oil, Gas and Mining (the "Division"). Mr. Alder filed a Memorandum on November 20, 2013, which addressed in general the need for exception location approvals for off-drilling-unit horizontal-well surface locations, the potential complications that could arise from overlapping sectional and 1,280-acre drilling units covering portions of the same pool, and additional suggested reporting requirements for the pilot program in light of the number of pilot areas requested. In response thereto, at the commencement of the hearing, Newfield agreed and stipulated that:

(1) Unless economic conditions significantly change and without further Board approval, it would not drill any additional short lateral (sectional drilling unit) Uteland Butte Member (as defined below) horizontal wells, or any additional vertical or directional wells with completions in the Uteland Butte Member (as defined below), on any of the pilot lands;

- (2) with respect to any off-drilling-unit horizontal-well surface locations, Newfield will file along with the sundry notice/application for permit to drill a self-certification outlining it has obtained proper surface and subsurface authorization for such a location, and that well will be cased and cemented from the surface location through to the initial 330-ft. drilling unit setbacks requested; and
- (3) it will comply with pilot reporting requirements similar to those the Board adopted in Paragraph 8 of the Order entered in Cause No. 139-110 on November 26, 2013.

With those stipulations, and based on the evidence and testimony provided at the hearing, the Division expressed its support for the granting of Newfield's Request for Agency Action filed October 10, 2013 in this Cause (the "Request").

Artemis D. Vamianakis, Esq., of and for Fabian & Clendenin, appeared as attorney for Respondents Robert C. Bonnet, Gary A. Bonnet, Larry W. Love and Gary A. Bonnet, as Administrator of the Estate of Stephen K. Bonnet, deceased (collectively the "Bonnet Group"). The Bonnet Group filed a Response to the Request on November 20, 2013, which was summarized and clarified by a Summary of Opposition and Proposed Order, filed without leave from the Board, on December 3, 2013. The Bonnet Group requested the Board to adopt the terms and conditions of the Force Pooling Order entered June 12, 2013 in Cause No. 139-99 (the "139-99 Order") to each and any long horizontal well drilled by Newfield in the requested 1,280-acre special drilling unit comprised of Sections 16 and 21, T3S, R2W, USM, modified only to take into account the increased size of the drilling unit from 640 acres to 1,280 acres, and with the corresponding change

in the Bonnet Group's percentage of mineral interest and the average weighted landowner's royalty, as part of its ruling in this particular Cause. For the reasons set forth below, the Board deems the Bonnet Group's Response/Objection as premature for decision in, and therefore irrelevant to, this Cause.

Crescent Point Energy, U.S. Corp. ("CPE"), a working interest owner within the lands at issue, filed a letter in support of the granting of the Request on November 19, 2013, but did not appear at the hearing. In addition, Jerry Kenczka, Assistant Field Manager for Lands and Minerals, Vernal District Office of the United States Bureau of Land Management ("BLM"), acting in its trust capacity on behalf of the Ute Indian Tribe and Indian Allottees and as advisor to the Bureau of Indian Affairs, Uintah & Ouray Agency ("BIA"), sent an e-mail to the Board's Secretary on December 4, 2013 indicating that even though he was en route, the weather would prohibit him from attending the hearing in person, but nevertheless expressing the BLM's support for the granting of the Request. Said e-mail was read into the record by the Board's Secretary at the hearing.

No other party filed a response to the Request and no other party appeared or participated at the hearing.

The Board, having considered the testimony presented and the exhibits received into evidence at the hearing, being fully advised, and for good cause, hereby makes the following findings of fact, conclusions of law and order in this Cause.

FINDINGS OF FACT

- 1. Newfield is a Texas corporation with its principal place of business for Rocky Mountain operations in Denver, Colorado. Newfield is duly qualified to conduct business in the State of Utah, and is fully and appropriately bonded with all relevant Federal, Indian and State of Utah agencies.
- 2. By Order entered on October 27, 1983 in Cause No. 131-51 (the "131-51 Order"), the Board established sectional (640-acre or substantial equivalent) drilling units for the production of oil, gas and associated hydrocarbons from the Lower Green River and Wasatch formations, defined as follows:

that interval below the stratigraphic equivalent of 9,600 feet depth in the "E" Log of the Carter #2 Bluebell well located in the SW¼NW¼, Section 3, Township 1 South, Range 2 West, U.S.M. (which equivalence is the depth 9,530 feet of the SP curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard Well located in the NW¼SE¼ of said curve, Dual Induction Log, run March 15, 1968, in the Chevron #1 Blanchard Well located in the NW¼SE¼ of said [Section 3]), to the base of the Green River-Wasatch formations,

for numerous lands in the south-central portion of the greater Altamont-Bluebell field, including subject Section 17 of Township 3 South, Range 1 West, USM, and Sections 2, 3, 10, 11 and 14 of Township 3 South, Range 2 West, USM. Under the original 131-51 Order, only one well may produce on each such unit so established, which must be located no closer than 1,320 feet from the exterior boundary of any governmental section;

provided, that an exception to said 1,320-foot limitation may be granted administratively without a hearing where a topographical exception is deemed necessary.

3. By Order entered on May 9, 2012 in Cause No. 139-90 (the "139-90 Order"), the Board first extended its Order entered on September 20, 1972 in Cause No. 139-8 (the "139-8 Order") to numerous lands within the area Newfield refers to as the "Central Basin" area which were previously unspaced, including subject Section 20 of Township 3 South, Range 1 West, Sections 6, 7, 16, 21 and 23 of Township 3 South, Range 2 West, USM, and Sections 14 and 23 of Township 3 South, Range 3 West, USM, to create sectional (640-acre) drilling units for Lower Green River-Wasatch production, defined in the 139-8 Order as follows:

the interval from the top of the Lower Green River formation (TGR₃ marker) to the base of the Green River-Wasatch formations (top of Cretaceous), which base is defined as the stratigraphic equivalent of the Dual Induction Log depths of 16,720 feet in the Shell-Ute 1-18B5 well located in the S½NE¼ of Section 18, Township 2 South, Range 5 West, U.S.M., and 16,970 feet in the Shell-Brotherson 1-11B4 well located in the S½NE¼ of Section 11, Township 2 South, Range 4 West, U.S.M.,

and second to modify the 139-8 and 131-51 Orders to allow up to four (4) producing Lower Green River-Wasatch formation wells, whether all vertical, all horizontal, or a combination of both, upon the drilling units, to be drilled at the option of the operator and with the operator's full discretion as to the development of the hydrocarbon reserves,

provided each well shall not be closer than 1,320 feet from an existing unit well completed in and producing from the formation and no closer than 660 feet from the drilling unit boundary. The Board also expressly eliminated any first well siting requirements under the original 139-8 and 131-51 Orders.

- 4. Sections 17 and 20 of Township 3 South, Range 1 West, Sections 2, 3, 6, 7, 10, 11, 14, 16, 21 and 23 of Township 3 South, Range 2 West, and Sections 14 and 23 of Township 3 South, Range 3 West, USM, Duchesne County, Utah, are collectively hereinafter referred to as the "Subject Lands."
- 5. The oil, gas and associated hydrocarbons underlying the Subject Lands as relevant to the Lower Green River-Wasatch formations are owned as follows:

Secs. 17 and 20, T3S, R1W - Fee, State of Utah (School and Institutional Trust Lands Administration ("SITLA")
Administered), Federal, Ute Tribal and Allotted

Secs. 2 and 11, T3S, R2W - Fee and State of Utah (Division of Forestry, Fire and State Lands ("DFFSL") and SITLA Administered)

Secs. 3 and 10, T3S, R2W - Fee, State of Utah (SITLA Administered) and Ute Tribal

Secs. 6 and 7, T3S, R2W - Fee, Federal and Ute Tribal and Allotted

Secs. 14 and 23, T3S, R2W - Fee, State of Utah (SITLA administered) and Ute Tribal and Allotted

Secs. 16 and 21, T3W, R2W - Fee and Ute Tribal and Allotted

Secs. 14 and 23, T3S, R3W - Fee and Ute Tribal and Allotted

The majority of the oil and gas owners are under lease to, or exploration and development agreements in favor of, Newfield and CPE. However, there are unlocatable and/or unleased owners within the Subject Lands, including the Bonnet Group which collectively own an unleased 40-acre tract in Section 21, T3S, R2W, USM.

6. In the Central Basin area, the Uteland Butte Member of the Lower Green River formation is a 120'-150' thick interval of interbedded organic-rich limestone, shale and porous dolomite which exhibit low matrix permeability and abundant bed-bound fractures. It is defined for purposes of this Cause as follows:

the stratigraphic equivalent of the interval from 9,140 feet to 9,292 feet MD as identified on the Dual Laterolog run on February 22, 2012 for the Gilbert 9-9-3-3W Well, located in the NE½SE½ of Section 9, Township 3 South, Range 3 West, USM.

The internal stratigraphy can easily be correlated, making it an attractive horizontal target. Shaley intervals at the top and base of the Uteland Butte Member, as well as shale and carbonate laminations within the Member, act as barriers to limit the growth of hydraulically induced fractures. As a result, there is little to no hydraulic communication above or below the Uteland Butte Member. The Uteland Butte Member appears to be a

separate and distinct "common source of supply" of oil, gas and associated hydrocarbons than other portions of the Lower Green River-Wasatch formations.

- 7. Image log data and a Uteland Butte micro-seismic data collection and study in the close proximity of the proposed pilots have confirmed a Uteland Butte Member fracture orientation on average of 120° azimuth (or N60°W). That orientation, when combined with the low matrix permeability, an average effective fracture half length of 200 feet, and with the horizontal drilling methodology proposed by Newfield, justifies a reduction from 660 feet to 330 feet of the setback from the northern and southern drilling unit boundary to the commencement of the productive intervals and terminus of the horizontal lateral to allow up to an additional 660 feet of Uteland Butte Member contact.
- 8. Technology has advanced such that "long" laterals (approx. 9,900 feet in length) may be efficiently and economically drilled. Allowing such laterals will allow up to an additional 1,980 feet of Uteland Butte Member contact and reduce the number of wells and associated surface disturbance resulting from the limitations currently established under the 139-90 Order.
- 9. The exhibits admitted into evidence and testimony received reflect an estimated ultimate recovery ("EUR") for "long" lateral Uteland Butte Member horizontal wells of 460 MBO, compared to an EUR of 200 MBO for "short" lateral Uteland Butte Member horizontal wells. The economics of "short" lateral wells appears to be marginal

(5% rate of return) whereas the economics of "long" lateral wells indicate a better yield (27% rate of return).

- 10. The exhibits admitted into evidence and testimony received also reflect that the drainage area of a "long" lateral is expected to be 121 acres, with a 15% recovery factor, in a "stand-up" orientation, *i.e.* eight (8) quarter-quarter section initially stacked. As such, up to seven (7) "long" lateral wells may be required to effectively drain 1,280-acres.
- 11. The following wells have been drilled by Newfield on the Subject Lands and produce from the Uteland Butte Member, entirely as to those indicated as horizontal short lateral wells, or partially as to the remaining well (being a vertically drilled well):

Well	Location	<u>DOFP</u>
Lamb 12-20-3-1W	T3S, R1W, USM Sec. 20: NW ¹ / ₄ SW ¹ / ₄	11/22/11
Velma 2-11-3-2WH (Horizontal)	T3S, R2W, USM SHL – Sec. 2: SW ¹ / ₄ SE ¹ / ₄ CSL – Sec. 11: NW ¹ / ₄ NE ¹ / ₄ Term. – Sec. 11: SW ¹ / ₄ SE ¹ / ₄	4/26/13
Morrill 4-23-3-2WH (Horizontal)	T3S, R2W, USM SHL – Sec. 23: NE ¹ / ₄ NW ¹ / ₄ CSL – Sec. 23: NW ¹ / ₄ NW ¹ / ₄ Term. – Sec. 23: SW ¹ / ₄ SW ¹ / ₄	11/20/12

Thorne 4-21-3-2WH

T3S, R2W, USM

SHL – Sec. 21: NW¹/₄NW¹/₄

5/27/12

(Horizontal)

CSL – Sec. 21: NW¹/₄NW¹/₄

Term. - Sec. 21: SW1/4SW1/4

- 12. The exhibits admitted into evidence and testimony received confirm that, with the effective fracture half-length and the drainage area of the "long" lateral wells outlined in Findings of Fact No. 7 above, a 560-ft. inter-well setback between a "long" lateral well and either the existing wells identified in Findings of Fact No. 11 above or another "long" lateral well will not only allow flexibility in well locations, but also will not result in communication between or otherwise have an adverse impact upon said wells. However, and unless economic circumstances dramatically change, Newfield represented that, where there is an existing short lateral Uteland Butte Member horizontal well within a pilot area, only up to six (6) "long" lateral horizontal wells may be drilled.
- 13. So long as the 560-ft. inter-well setbacks are maintained, there is no justification to modify the existing contractual or Board-ordered bases for production allocation from the existing wells identified in Findings of Fact No. 11 above. In other words, production from the existing wells will remain on a section (640-acre) pro-rata acreage basis as established under the 131-51 and 139-90 Orders and, as relevant to the Bonnet Group and the existing well in Section 21, the 139-99 Order.
- 14. As a consequence, Newfield desires to conduct a pilot program establishing special 1,280-acre (or substantial equivalent) drilling units for the Uteland Butte Member

as defined in Findings of Fact No. 6 above, comprised of the following respective Subject Lands:

Township 3 South, Range 1 West, USM

Sections 17 and 20: All

Township 3 South, Range 2 West, USM

Sections 2 and 11: All Sections 3 and 10: All Sections 6 and 7: All Sections 14 and 23: All Sections 16 and 21: All

Township 3 South, Range 3 West, USM

Sections 14 and 23: All,

to confirm these initial findings, with the authorization, on a pilot basis, to drill and concurrently produce up to six (6) or seven (7) "long" lateral horizontal wells, depending on the circumstances outlined in Findings of Fact No. 12 above, on each special drilling unit so established; provided, however, that:

- a) no producing interval of a horizontal lateral may be located closer than 330 feet to the northern or southern boundary of said special drilling unit, no closer than 660 feet from the eastern or western boundary of said special drilling unit, and no closer than 560 feet to another well producing from the Uteland Butte Member within said drilling unit, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3;
- b) the surface location of the authorized horizontal well not only may be located anywhere on the special drilling unit, but may also be located off

the special drilling unit presuming proper surface and sub-surface authorization for such a location has been obtained from the owners, and the well will be cemented and cased to the 330-foot drilling unit setback within the special drilling unit as set forth in (a) above, both to be evidenced and satisfied by a self-certification to such effect executed by the operator of said special drilling unit and filed with the Division, and the other setbacks for the wells set forth in (a) above are maintained;

- c) no additional short lateral horizontal wells or vertical or directional wells will be drilled upon said special drilling units to produce from or with completions in the Uteland Butte Member without the express authorization of the Board; and
- d) within a reasonable time after analysis of the pilot program results, but in any event, not more than one year after entry of the Order, Newfield (or its successor operator) shall report back to the Board on the available results of the program. This reporting requirement may be met by filing a written report with the Division and Board and may require an oral report at the discretion of the Board. In addition to addressing any aspects of the pilot program results the operator deems relevant, the written report will address the matters outlined in Order No. 8 below.

The terms requested are fair, reasonable and justified under the circumstances.

15. A copy of the Request was mailed, postage pre-paid, certified with return receipt requested, and properly addressed to all mineral, leasehold and production interest owners in the Subject Lands, to all working interest owners, including unleased owners, with the drilling units adjacent to the Subject Lands and affected by the requested set back reduction from 660 feet and 330 feet, as more particularly reflected by the blue hatched areas shown in Exhibit "D" admitted into evidence, and to the BIA and to the Utah State and Vernal Field Offices of the BLM. The mailings were sent to said parties

at their last addresses disclosed by the relevant SITLA, DFFSL, BIA and Duchesne County realty records.

- 16. Notice of the filing of the Request and of the hearing thereon was duly published in the Salt Lake Tribune and the Deseret Morning News on November 10, 2013, and in the Uintah Basin Standard on November 12, 2013.
- 17. The Bonnet Group did not provide any evidence to rebut or contradict the findings set forth above.
- 18. The Board initially took the matter under advisement. By Minute Entry entered on December 10, 2013, the Board advised that the vote of the Board members present and participating in the hearing on this Cause was unanimous (5-0) in favor of granting the Request.

CONCLUSIONS OF LAW

- 1. Due and regular notice of the time, place and purpose of the hearing was properly given to all parties whose legally protected interests are affected by the Request in the form and manner as required by law and the rules and regulations of the Board and Division.
- 2. The Board has jurisdiction over all matters covered by the Request and all interested parties therein, and has the power and authority to render the order herein set forth pursuant to Utah Code Ann. §§40-6-5(3)(b) and 40-6-6.

- 3. The Uteland Butte Member of the Lower Green River formation, as underlying the Subject Lands, constitutes a "common source of supply" as that phrase is defined in Utah Code Ann. § 40-6-2(18).
- 4. Up to six (6) (if combined with an existing short lateral horizontal well) or seven (7) (where there is no existing short lateral horizontal well) "long" (approx. 9,900 feet in length) lateral horizontal wells may be required to efficiently and economically drain each proposed 1,280-acre special drilling unit.
- 5. Creation of the seven (7) 1,280-acre special drilling units for Uteland Butte Member production on a pilot basis, and with the provisos outlined in Findings of Fact No. 14 above, is fair, reasonable and justified under the circumstances.
- 6. Maintaining the existing contractual or Board ordered production allocation for the existing wells identified in Findings of Fact No. 11 above is fair, reasonable and justified in light of Findings of Fact No. 12 above, protective of correlative rights, and consistent with previous Board precedent (*see* Conclusion of Law No. 7 of the Order entered November 5, 2012 in Cause No. 139-97).
- 7. An order establishing the special drilling units is required to allow conforming communitization as relating to the authorized horizontal wells in accordance with Federal regulations, guidelines and practice and to protect correlative rights.

- 8. The relief granted hereby will result in consistent and orderly development and the greatest recovery of oil, gas and associated hydrocarbons from the Uteland Butte Member of the Lower Green River formation underlying the Subject Lands, prevent waste and adequately protect the correlative rights of all affected parties.
- 9. Newfield has sustained its burden of proof, demonstrated good cause, and satisfied all legal requirements for the granting of the Request.
- Whether the terms and conditions of the 139-99 Order should be applied to the proposed long lateral horizontal wells is not appropriate for decision in the context of a request for drilling unit establishment. The mechanism for *defining* correlative rights is a spacing order, whereas the mechanism for *enforcing* those correlative rights once so defined is pooling, whether voluntary by agreement of the parties or compulsory pursuant to statute and Board action. A spacing order is a prerequisite to a force pooling order. *Cowling v. Board of Oil, Gas and Mining*, 830 P.2d 220, 226 (Utah 1991). The Bonnet Group's rights to assert the terms and conditions of the 139-99 Order should apply to any long lateral horizontal well drilled are preserved and may be asserted by the filing of a Request for Agency Action seeking force pooling with respect to the special drilling units established hereunder after such time that they have been provided a "written opportunity to participate" in the drilling of a long lateral well authorized hereunder, and have made

an election with respect thereto. *Id.* As a consequence, the Objection/Response is irrelevant for purposes of this Cause.

ORDER

Based upon the Request, testimony and evidence submitted, and the findings of fact and conclusions of law stated above, the Board hereby orders:

- 1. The Request in this cause is granted.
- 2. The 131-51 and 139-90 Orders are hereby modified to establish special 1,280-acre (or substantial equivalent combination of lots and quarter-quarter sections) drilling units for the production of oil, gas and hydrocarbons for the Uteland Butte Member of the Lower Green River formation as defined in Findings of Fact No. 6 above, comprised of subject Sections 17 and 20, T3S, R1W, Sections 2 and 11, 3 and 10, 6 and 7, 14 and 23, and 16 and 21, T3S, R2W, USM, and Sections 14 and 21, T3S, R3W, USM, respectively (as set forth above), and authorizing on a pilot basis, the drilling and concurrent production of up to six (6) or seven (7) long lateral horizontal wells, depending upon whether there is an existing short lateral horizontal well as outlined in Findings of Fact No. 12 above.
- 3. No producing interval of a horizontal lateral may be located closer than 330 feet to the northern or southern boundary of said special drilling unit, no closer than 660 feet from the eastern or western boundary to said special drilling unit, and no closer than

560 feet to another horizontal lateral within said special drilling unit, without obtaining an exception location approval in accordance with Utah Admin. Code Rule R649-3-3. Should Newfield obtain evidence through the drilling of wells authorized under this order that a setback distance of less than those set forth above is justified and necessary to prevent waste, it may petition the Board for a modification of this order's setback distances in order to further increase the length of the permitted lateral and Uteland Butte Member contact.

- 4. The surface location of the authorized horizontal well not only may be anywhere upon the special drilling unit, but may also be located off the special drilling unit presuming proper surface and sub-surface authorization for such a location has been obtained from the owners and the well will be cased and cemented to the 330-foot drilling unit set back within the special drilling unit as set forth in Order No. 3 above, both to be evidenced and satisfied by a self-certification to such effect executed by the operator of the special drilling unit and filed with the Division, and the other setbacks for the wells set forth in Order No. 3 above are maintained.
- 5. So long as the 560-ft. interwell setbacks set forth under Order No. 3 above are maintained, the 131-51 and 139-90 Orders will remain applicable as to the existing vertical, directionally drilled or short lateral horizontal wells producing from the Uteland Butte Member, *i.e.*, correlative rights in said wells shall still be defined on a sectional

(640 acre) drilling unit basis and with production allocation in accordance therewith or, as to the Bonnet Group and the existing well in Section 21, with the 139-99 Order.

- 6. The 131-51 Order, as modified by the 139-90 Order, and the 139-90 Order itself remain in full force and effect as to all formations covered thereby underlying the Subject Lands except as the Uteland Butte Member as defined in Findings of Fact No. 6 above, including the right of the operator to drill up to four (4) wells, whether all vertical, all horizontal, or a combination of both, on each drilling unit so established to produce from said formations except the Uteland Butte Member subject to the same limitations set forth in said Orders.
- 7. The special drilling units established herein are declared to be "permanent" for purposes of any authorized horizontal wells drilled into the Uteland Butte Member thereon.
- 8. Within a reasonable time after analysis of the pilot program results, but in any event, not more than one year after entry of the Order, Newfield (or its successor operator) shall report back to the Board on the available results of the program. This reporting requirement may be met by filing a written report with the Division and Board and may require an oral report at the discretion of the Board. In addition to addressing any aspects of the pilot program results the operator deems relevant, the written report should address:

- a. the appropriateness of the size of the 1,280-acre drilling units specified herein;
- b. the appropriateness of the definition of the spaced interval set forth herein, whether information obtained through development has better defined the productive interval drained by the horizontal wells authorized in this Order, and whether a more limited description of the produced interval would lead to clarity should future infill horizontal wells be allowed either vertically or horizontally from the wells authorized herein;
- c. the appropriateness of the six/seven-well infill authorization specified herein (including whether additional infill wells are needed);
- d. the appropriateness of the drilling unit boundary setbacks specified herein, as affected by fracture distances and orientation and observed drainage behavior (including the drainage distance beyond the terminus of the fractures);
- e. the appropriateness of the inter-well distances specified herein in terms of both maximizing production and preserving the option of future secondary or tertiary recovery operations;
- f. information concerning how the appropriate surface and subsurface authorizations were obtained from neighboring owners for any surface location situated outside of the drilling units as discussed in Order No. 4 above (including the self-certification information submitted to the Division pursuant to that paragraph). The Board is considering the possibility of rulemaking pertaining to notice to off-unit owners in these circumstances and would like an update on how the obtaining of necessary authorization is actually handled under the terms of this Order;
- g. any input Newfield (or its successor operator) may have concerning how the Board's operating rules as they pertain to horizontal wells might be updated and improved. Given the increase in horizontal well drilling activity in the state, the Board is presently reviewing the horizontal well drilling regulations of other states and is considering the possibility of rulemaking to update and bring the present horizontal drilling rules more in line with modern practices; and

- h. any additional input Newfield (or its successor operator) may have concerning the prevention of waste, maximization of production and the protection of correlative rights in connection with horizontal drilling matters so that future Board orders and Division oversight might be enhanced, expedited and made more efficient.
- 9. Pursuant to Utah Admin. Code Rules R641 and Utah Code Ann. § 63G-4-204 to 208; the Board has considered and decided this matter as a formal adjudication.
- 10. This Order is based exclusively on evidence of record in the adjudicative proceeding or on facts officially noted as weighed and analyzed by the Board in the exercise of its expertise as set forth in Utah Code Ann. § 40-6-4(2)(a) through (3)., and constitutes the signed written order stating the Board's decision and the reasons for the decision, all as required by the Administrative Procedures Act, Utah Code Ann. § 63G-4-208 and Utah Administrative Code Rule R641-109.
- Notice re: Right to Seek Judicial Review by the Utah Supreme Court or to Request Board Reconsideration: As required by Utah Code Ann. § 63G-4-208(e) (g), the Board hereby notifies all parties in interest that they have the right to seek judicial review of this final Board Order in this formal adjudication by filing a timely appeal with the Utah Supreme Court within 30 days after the date that this Order issued. Utah Code Ann. §§ 63G-4-401(3)(a) and 403. As an alternative to seeking immediate judicial review, and not as a prerequisite to seeking judicial review, the Board also hereby notifies parties that they may elect to request that the Board reconsider this Order, which

constitutes a final agency action of the Board. Utah Code Ann. § 63G-4-302, entitled, "Agency Review – Reconsideration," states:

- (1)(a) Within 20 days after the date that an order is issued for which review by the agency or by a superior agency under Section 63G-4-301 is unavailable, and if the order would otherwise constitute final agency action, any party may file a written request for reconsideration with the agency, stating the specific grounds upon which relief is requested.
- (b) Unless otherwise provided by statute, the filing of the request is not a prerequisite for seeking judicial review of the order.
- (2) The request for reconsideration shall be filed with the agency and one copy shall be sent by mail to each party by the person making the request.
- (3)(a) The agency head, or a person designated for that purpose, shall issue a written order granting the request or denying the request.
- (b) If the agency head or the person designated for that purpose does not issue an order within 20 days after the filing of the request, the request for reconsideration shall be considered to be denied.
- Id. The Board also hereby notifies the parties that Utah Admin. Code Rule R641-110-100, which is part of a group of Board rules entitled, "Rehearing and Modification of Existing Orders," states:

Any person affected by a final order or decision of the Board may file a petition for rehearing. Unless otherwise provided, a petition for rehearing must be filed no later than the 10th day of the month following the date of signing of the final order or decision for which the rehearing is sought. A copy of such petition will be served on each other party to the proceeding no later than the 15th day of the month.

Id. See Utah Admin. Code Rule R641-110-200 for the required contents of a petition for

Rehearing. If there is any conflict between the deadline in Utah Code Ann. § 63G-4-302

and the deadline in Utah Admin. Code Rule R641-110-100 for moving to rehear this

matter, the Board hereby rules that the later of the two deadlines shall be available to any

party moving to rehear this matter. If the Board later denies a timely petition for

rehearing, the party may still seek judicial review of the Order by perfecting a timely

appeal with the Utah Supreme Court within 30 days thereafter.

The Board retains continuing jurisdiction over all the parties and over the subject

matter of this cause, except to the extent said jurisdiction may be divested by the filing of

a timely appeal to seek judicial review of this order by the Utah Supreme Court.

For all purposes, the Chairman's signature on a faxed copy of this Order shall be

deemed the equivalent of a signed original.

DATED this 19th day of December, 2013

STATE OF UTAH

BOARD OF OIL, GAS AND MINING

By:

Ruland J. Gill, Jr. Chairmar

2000.22

CERTIFICATE OF SERVICE

I hereby certify that I caused a true and correct copy of the foregoing **FINDINGS OF FACT, CONCLUSIONS OF LAW AND ORDER** for Docket No. 2013-036, Cause No. 139-113 to be mailed by Email or via First Class Mail with postage prepaid, this 23rd day of December, 2013, to the following:

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Heirs of Marjorie Iverson (no address disclosed by records)

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Ralph E. Sharp 320 N. 850 W. Vernal, UT 84078-3844

Ralph Madsen and Carolyn Madsen P.O. Box 376 Duchesne, UT 84021

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Randy Lynn Wilson P.O. Box 811 Salome, AZ 85348

Ray L. Perry and Darlene S. Perry 24 E Mesa View Tr. Kingman, AZ 86401 [Undeliverable]

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Richard J. Stillling and Dorothy A. Stilling 12125 Shadow Ridge Way Northridge, CA 91326

Richard L. Stimson c/o Jeff Paoletti 540 Arapeen Drive, Suite 250 Salt Lake City, UT 84108 Richard Fausett 30 S. Skyline Dr Apt 56-4 Roosevelt, UT 84066-2601

Richard L. Jensen and Carlene I. Jensen 4111 RR 4 Roosevelt, UT 84066-9808

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Richard Y. Thurman 1320 East 500 South, #1405 Salt Lake City, UT 84102

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Robert Eugene Schulte, Jr. 920 S. 500 E., Apt #20 Roosevelt, UT 84066

Robert G. Pousha 2753 S. 110th St. Milwaukee, WI 53227-3014

Robert Joseph Fausett P.O. Box 158 Lapoint, UT 84039

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Robert Renwick and Jacqueline Renwick 1072 West 725 S. Vernal, UT 84078

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Ronald Randy Nielson (no address disclosed by records)

Rosalie Hoover 1602 Moore St. Beloit, WI 53511

Ruie Ross Green c/o Renaie Green 4789 Valley Villa Drive, Unit B West Valley, UT 84120

Rulen Gene Larson 439 Comanche Way Salinas, CA 93906-2619 Rodney Alan Knight (no address disclosed by records)

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Ronald J. Yengich 175 E. 400 S., Suite 400 Salt Lake City, UT 84111

Ruth Groom 285 N. 2nd W. Rigby, ID 83442-1364

Ronald K. Morrill 722 E. 2750 N. Ogden, UT 84414-2440 Sadie Chandler and LaRee B. Anderson P.O. Box 243
Myton, UT 84052
[Undeliverable]

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Rosalie Green Webb 6174 Vine Field Lane Salt Lake City, UT 84121 Samuel T. Horsley 12950 Lakeview Dr. Clearlake Oaks, CA 95423 [Undeliverable]

Ross A. Robinson 8804 South State St. Sandy, UT 84070 [Undeliverable] Sandra Jaynes 6229 S. Fashion Blvd. Murray, UT 84107

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Sandra Lee Clark P.O. Box 645 Wellpinit, WA 99040

Ruth Ann Drollinger 5337 Fulwell Corpus Christi, TX 78413 [Undeliverable] Scott Hagman and Vickie Mae Hagman P.O. Box 1674 Roosevelt, UT 84066

Ruth W. Huff Rural Route Kamas, UT 84036 [Undeliverable] Scott Maughan Nelson 1014 Fir Ave. Provo, UT 84604 [Address updated 11/6/2013] Sali-Kai Smith 1614 61st Street SE Auburn, WA 98092

Sally Thurman Ware 3093 Cherise Circle Salt Lake City, UT 84106

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Sara I. Tanner 515 South 10th East Salt Lake City, UT 84102 [Undeliverable]

Scott Knight (no addressed disclosed by records)

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Sharlee Glenn 116 North 1240 East Pleasant Grove, UT 84062

Sharon V. Giles 4068 South 3200 West Lakeshore, UT 84660

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Sherry Alfonso 23632 Gale Rd. Pueblo, CO 80478 [Address updated 11/6/2013]

Sherry Donnelly 202 Winnebago St. Black River Falls, WI 54615

Sheryl W Firth 1254 W. 150 S. Vernal, UT 84078-2331

Shirley Jeanne Crawley 11335 N. 5710 W. Highland, UT 84003-9044 Sheron Kallerud Flaster, aka Sharon Kallerud Flaster 12668 Headwater Circle

Wellington, FL 33414

Sherry Dawn Soderquist 3132 South 2500 East Vernal, UT 84078

Sheryl L. Burton P.O. Box 730039 Talmage, UT 87073

Shirley Hardinger P.O. Box 172 Bluebell, UT 84007

Shirley Starkey Indiv & Guardn of Rebecca Morril, a minor 4614 E. Indianapolis Ave. Fresno, CA 93726-2803

Slover Minerals, L.P. by Ronald E. Slover, Indiv & as Partner 3614 Royal Road Amarillo, TX 79109

Springer Family Trust Utd 5/6/03 David Lowell Springer or His Succs Ttee 1191 N. 1450 West Provo, UT 84604

Stanley Guy Long and Kathy Long 118 W. 1850 N. Sunset, UT 84015 Shirley Viall 11227 Muller St. Downey, CA 90241-3148

Springer Family Trust 10/16/09 Russell F Springer Or His Succs Ttee 634 S. 200 W. Orem, UT 84058

Stacy Luke 2496 East Charros Road Sandy, UT 84092

Utah Division of Forestry, Fire and State Lands Attn: Jamie Barnes 1594 West North Temple, Suite 3520 Salt Lake City, UT 84116

Stephen R. Lamb and Gloria Lamb P.O. Box 292 Myton, UT 84066

Steve McMannis 12011 NE 50th Ave. Vancouver, WA 98686

Steven Harold Christensen, Trustee of that Certain Trust dtd 12/12/1988, as may be amended 8202 Racepoint Dr Unit 104 Huntington Beach, CA 92646 [Address updated 11/25/2013]

Steven Kenneth Hardle 1010 N. State Street Orem, UT 84057 State of Utah School and Institutional Trust Lands Administration Attn: LaVonne Garrison 675 East 500 South, Suite 500 Salt Lake City, UT 84102

Strasser Investments 2327 Logan Way Salt Lake City, UT 84108

Stephanie Webber 3837 E. 22 N. Rigby, ID 83442

Sue K. Yergensen 42521 27th St. W. Lancaster, CA 93536 [Address updated 11/18/2013]

Steve M. Wright P.O. Box 153 Pleasantville, PA 16341 Susan Christensen, Trustee of that Certain Trust dtd 12/12/88, as may be amended 2630 S. 256th Street, Apt. L303 Kent, WA 98032

Steven Douglas Knight (no addressed disclosed by records)

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Steven Rowley 2903 Desert Forest Lane Lehi, UT 84043 Suzanne H. Weaver 2532 Maywood Drive Salt Lake City, UT 84109

Stripper Operators, Inc. P.O. Box 295 Roosevelt, UT 84066 Sylvia Ivie HC 65 Box 150 Bluebell, UT 84007-9710

Sura Thurman P.O. Box 31538 Seattle, WA 98103 T.B. O'Brien
O'Brien Production Company, Inc.
550 West Texas, Suite 1140
Midland, TX 79701
[Undeliverable]

Susan Dominick 20 Rollingwood Drive, Space 28 Jackson, CA 95642-9448 Tamara Luke Thayne 1864 N. 400 E. Orem, UT 84097 Susan F. Earnest P.O. Box 137 Fairview, UT 84629

Susan Thurman Hart, aka Sura Hart P.O. Box 31538 Seattle, WA 98103

Suzanne Huffman P.O. Box 447 Fort Duchesne, UT 84026

T. C. Craighead & Company P.O. Box 576 Ardmore, OK 73402-0576

Tamara Lee Baker 3131 Green St. Salt Lake City, UT 84106

Tammy Freston P.O. Box 24 Myton, UT 84052-0024

Telitha H. Giesler 1205 2nd Avenue Salt Lake City, UT 84103

Tendy Management, LLC P.O. Box 940624 Houston, TX 77094

Teresa Lynn Styers 202 Eastwood Drive Lexington, NC 27295 Ted Scott Monks 367 E. 500 S. Ivins, UT 84738-5027

Tena Arganbright 1110 N. Market St. Cordell, OK 73632

Teodulo Avila aka Ted Avila and Teresa Avila P.O. Box 201 Myton, UT 84052-0201

Terry Betz, individually and as heir of Marva Betz 1070 W. Harmony Blackfoot, ID 83211

Terry L. Scholes RR 3 Box 3134 Roosevelt, UT 84066-9602

Thayne Andelin Smith 51 W. Center St. Orem, UT 84057-4605 [Undeliverable]

The City of Myton, Utah, a Municipal Corporation P.O. Box 185 Myton, UT 84052

The Estate of Melvin Davis, Thelma Dye, Personal Representative P.O. Box 214 Myton, UT 84052-0214

Theada Roloff 451 S. 1500 E. Vernal, UT 84078 Terry M. Brotherson and Bonnie Lee Brotherson, JT P.O. Box 730051 Talmage, UT 84073 Theodore N. Baldwin HCR 64, Box 325 Duchesne, UT 84021

The Corporation of the Episcopal Church in Utah, a corporation of Utah 75 South 200 East Salt Lake City, UT 84111

Thomas Hackford P.O. Box 295 Myton, UT 84052 [Undeliverable]

The Restated Mary K. Zackrison Inter Vivos Trust Dated 10/30/00 Mary K. Zackrison, Trustee 895 South Donner Circle, #C Salt Lake City, UT 84108 Thomas Lee 1618 Scenic Dr. Modesto, CA 95355 [Undeliverable]

Theodora Jane Cocagne 1326 E. Castlecrest Dr. Visalia, CA 93292 Thora Fritts 616 91/4 Avenue Hanford, CA 93230 [Undeliverable]

Thomas Alan Hardle 361 Azure Cir. Draper, UT 84020 Toby Anderson 1901 Oakway Drive Richmond, VA 23238

Thomas James Lee Heir of James Leonard Richie PO Box 762 Shasta, CA 96087 [Address updated 11/29/2013] Tom Lujan 60 Moree Loop #45 Winter Springs, FL 32708

Thomas Mullins 130 Bryant Street, #117 Ketchikan, AR 99901 Tonya M. Wilkerson P.O. Box 392 East Carbon, UT 84520

Tina Thompson 8600 E Broadway Rd Lot 11 Mesa, AZ 85208 [Address updated 11/25/2013] Travis Company 5111 Broadway San Antonio, TX 78209

Tom Fausett RR 1 Box 1034 Roosevelt, UT 84066-9702 Tyler Yost 1215 NW 95th Street Seattle, WA 98117 Toni Andelin Smith 606 W. Caballero Cir. Mesa, AZ 85201-5643

Tracy Monks
PO Box 230
Neola, UT 84053-0219
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Troy H. Wilde 162 North 1430 East Spanish Fork, UT 84660

Bureau of Land Management Vernal Field Office Attn: Jerry Kenczka 170 South 500 East Vernal, UT 84078

Unitex Holdings LLC 310 W. Wall St. Midland, TX 79701

Ute Tribe of Uintah and Ouray Indian Reservation Energy & Minerals Dept. P.O. Box 70 Ft. Duchesne, UT 84026

Valerie L. Taylor 8600 Blue Maiden Way Elk Grove, CA 95624

Vaughn Harris and LaNore Harris 3201 East Highway 70, #126 Safford, AZ 85546 Bureau of Land Management Attn: Roger Bankert 440 West 200 South Ste 500 Salt Lake City, UT 84101 [Address updated 11/06/2013]

Ute Distribution Corporation P.O. Box 696 Roosevelt, UT 84066

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Varge Celaya Estate (no address disclosed by records)

Veda Marie Collier Route 1, Box 246 Mead, WA 99021 [Undeliverable]

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Vicki Knowlton 2104 East 75 South Layton, UT 84040

Virginia Jensen
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[Address updated 11/25/2013]

Veeda Marie Collier 30404 N. Short Rd. Deer Park, WA 99006

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Vincent C. Noble 17513 Plaza Marlema San Diego, CA 92128

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Wade Torgerson Heir of Phyllis Goodrich 557 S. Desert View Dr. Apache Junction, AZ 85120

Wallace Wilson P.O. Box 504 Duchesne, UT 84021-0504

Walter N. Thurman 215 W. Park Dr. Raleigh, NC 27605

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Weaver Four Investments Barbara Wyne, Managing Partner 7817 Villa Nueva NE Albuquerque, NM 87109

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Wendy Jensen Stubbs 2733 E. 3950 S. Vernal, UT 84078

Wesley Rigby HC 65, Box 86 Altamont, UT 84001

Willard V. Fairbanks (no address disclosed by records)

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Wendy McGrew 4610 W. 34th Ave. Spokane, WA 99224-5017

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William R. Devinish, III 2540 Heathrow Ln Manasquan, NJ 08736 [Address updated 11/25/2013]

William Terry Mitchell 5550 W. McIntosh Griffin, GA 30223

Wilson Rae Monta 248 South A Street Buckley, WA 98321 William D. & Coleen R. Klingler Family Trust Dtd 01/23/96 William D. & Coleen R. Klingler Ttees 1671 East 8850 South Sandy, UT 84093

William M. Fausett 5803 W. 9000 S. Myton, UT 84052

William R. Jennings and Dory Fay Jennings 4645 Portola Drive Santa Cruz, CA 95062

William W. Moore 789 East 7800 South Midvale, UT 84047

Woody E. Broome aka W. E. Broome and Estella B. Broome 2153 S. 6th E. Salt Lake City, UT 84111 [Undeliverable]

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Zobell Family Trust Dolores L. Zobell Ttee RR 2 Box 2061 Roosevelt, UT 84066-9205

Worsley Family Trust Adele W. Parkinson Trustee 2162 Arbor Lane Salt Lake City, UT 84117 [Undeliverable]

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Fred Jensen 441 E. Annette Dr. Phoenix, AZ 85022

Dennis J. Jensen 4228 W. Villa Rita Dr. Glendale, AZ 85308

Connie Wright P.O. Box 267 Montpelier, ID 83254

Joe Horkan 1239 N. Catherine St. Salt Lake City, UT 84116 Allan Jensen 4126 W. Acoma Drive Phoenix, AZ 85023

Marvin Jensen 407 Tangleridge Road Perham, ME 04766

Mary Janine Jensen 1013 W. Nectarine Avenue Lompoc, CA 93436

Linda Young 1239 N. Catherine St. Salt Lake City, UT 84116

H. Bert Jenson & Diana Jenson RR 3 Box 3621 Myton, UT 84052

Julie Am Car Tar